



DONELAN CLEARY
WOOD & MASER, P.C.

November 1, 1999

RECORDATION NO. 22357-A FILED

Recordation No. 22357-A

NOV 1 '99

12-00AM

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Schedule to the Master Lease Agreement ("Schedule") dated as of September 30, 1999.

The parties to the Schedule are:

Helm-Pacific Leasing, - LESSOR
Suite 3500
One Embarcadero Center
San Francisco, CA 94111

TFM, S.A. de C.V. - LESSEE
Ave. Periferico Sur No. 4829, 4 Piso
Col. Parques del Pedregal
C. P. 14010
Delegacion Tlalpan
Mexico, Distrito Federal

The said Schedule, among other things, covers the leasing by the Lessor to the Lessee of the equipment covered in Annex A to the Schedule, attached hereto, and should be recorded under the next available letter under Recordation No. 22357 which letter we believe is "-A."

The equipment covered by the instant Schedule is as identified in Annex A, namely, 567 bi-level autoracks, TNM 6712-7278.

A short summary of the Schedule to appear in the Surface Transportation Board Index is as follows:

"Covers 567 bi-level autoracks, TNM 6712-7278, as listed
in Annex A."

Enclosed is a check in the amount of twenty-six dollars in payment of the filing fee.

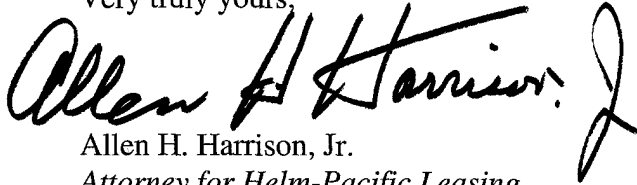
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

#6666

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for Helm-Pacific Leasing,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8350-020

ANNEX A

To the Memorandum of Schedule No. 4 to the Master Lease Agreement dated as of September 30, 1999, to that certain Master Lease Agreement dated as of March 24, 1998, between Helm-Pacific Leasing and TFM, S.A. de C.V.

THE UNITSUnit Description:

Five Hundred Sixty-Seven (567), bi-level autoracks manufactured by Thrall Car Manufacturing Company in 1999, mounted on flatcars bearing the TTGX mark.

Reporting Mark & Numbers for the Bi-Level Autoracks:

TNM 6712 - 7278

MEMORANDUM OF SCHEDULE
TO THE
MASTER LEASE AGREEMENT

RECORDATION NO.

FILED

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12-00PM

22357-A

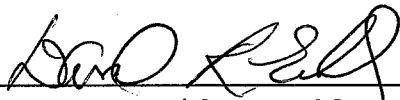
THIS MEMORANDUM OF SCHEDULE TO THE MASTER LEASE AGREEMENT ("Memorandum") is dated as of September 30, 1999, and is intended to evidence Schedule No. 4 dated as of September 30, 1999 ("Schedule No. 4") to that certain Master Lease Agreement dated as of March 24, 1998 ("Master Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and TFM, S.A. DE C.V., a Mexican corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the U.S. Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment more fully described in Annex A hereto ("Unit(s)"). Lessee leases from Lessor each Unit at the rentals and upon the terms and conditions provided in the Master Lease and Schedule No. 4.

The Master Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.


IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: 
Name: David R. Eckles
Title: President

By: Union Pacific Venture Leasing, Incorporated,
a General Partner

By: 
Name: Eric L. Butler
Title: President

ANNEX A

To the Memorandum of Schedule No. 4 to the Master Lease Agreement dated as of September 30, 1999, to that certain Master Lease Agreement dated as of March 24, 1998, between Helm-Pacific Leasing and TFM, S.A. de C.V.

THE UNITS

Unit Description:

Five Hundred Sixty-Seven (567), bi-level autoracks manufactured by Thrall Car Manufacturing Company in 1999, mounted on flatcars bearing the TTGX mark.

Reporting Mark & Numbers for the Bi-Level Autoracks:

TNM 6712 - 7278

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 28, 1999, before me, Matthew M. Ogburn, personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

✓ personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Matthew M. Ogburn

[Notarial Seal]

SIGNATURE OF THE NOTARY

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)



On October 29, 1999, before me, Sheryl L. Alvey, personally appeared Eric L. Butler, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

✓ personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sheryl L. Alvey

[Notarial Seal]

SIGNATURE OF THE NOTARY

